

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: American Vintical Investment Trust Corp.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for
\$ 122.50.

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-02/02/96--01090--013
****122.50 ****122.50

FROM:

Michael L. Huffman

Name (printed or typed)

3146 Bernadette Lane

Address

Sarasota, Florida 34234

City, State, & Zip

1 (941) 957-3146

Telephone Number

Michael Huffman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Suffix X (Corp.)
DATE 2/7/96
DOJ. EXAM BSB

FEB 7 1996 BSB

Note: Please provide the original and one copy of the articles.

1/31/96

Secretary of State
Division of Corporations
Capital Building
Tallahassee, Florida 32301

Sender:
Michael L. Huffman
3146 Bernadette Lane
Sarasota, Florida 34234
Phone 1 (941) 957-3136
Fax 1 (941) 957-0454

Dears Sirs:

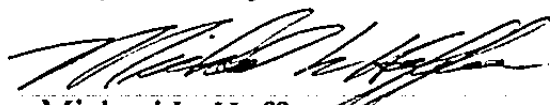
Enclosed are: two (2) sets of the Articles of Incorporation for **American Viatical Investment Trust**. We have used two different forms, please use whichever is most current all the information is the same.

The appointment of Michael I. Huffman as the registered agent.

Also enclosed is a check for \$ 122.50 to cover charter tax, filling fees, registered agent filling fees and the cost of a certified copy of the Articles of Incorporation, Please send a certified copy to me at the above address.

Thank you in advance for your prompt attention to this matter.

Very Sincerely



Michael L. Huffman

Articles of Incorporation of

American Viatical Investment Trust Corp.

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WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is American Viatical Investment Trust Corp.
- SECOND: The period of its duration is Perpetual.
- THIRD: The purpose(s) for which the corporation is organized are "to facilitate the purchase of terminall ill insureds life insurance policies by investors, holding those policies until maturity, then filing with the insurance companies for disbursement directly to the beneficiaries, (investors), and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes."
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of comm. stock having no par value or amount of par value each.
- FIFTH: The corporation will not commence business until at least One Thousand Dollars (\$1,000.00) have been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: NONE.
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: governed by the bylaws which shall be adopted by a majority of the directors.
- NINTH: The address of the initial registered office of the corporation is: 3146 Bernadette Lane Sarasota, Florida 34234 and the name of its initial registered agent at such address is Michael L. Huffman
- TENTH: Address of the principal place of business is 4411 Bee Ridge Road Suite #145 Sarasota, Florida 34233
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is two, (2). and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

David G. Hadden

1472 Palmwood Drive Sarasota, Florida

Michael L. Huffman

3146 Bernadette Lane Sarasota, Florida

The name and address of each incorporator is:

Name

Address

David G. Hadden

1472 Palmwood Drive Sarasota, Florida

Michael L. Huffman

3146 Bernadette Lane Sarasota, Florida

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 31st day of January 19 96.

Signatures of All Incorporators

David G. Hadden

Michael L. Huffman

Original Appointment of Registered Agent

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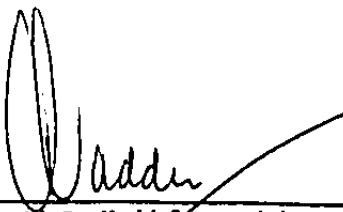
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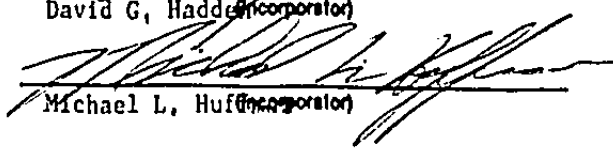
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being at least a majority of the incorporators of American Vintical
(Name of Corporation)
Investment Trust Corp., hereby appoint Michael L. Huffman to be statutory
(Name of Agent)
agent upon whom any process, notice or demand required or permitted by statute to be
served upon the corporation may be served.

The complete address of the agent is: 3146 Bernadette Lane
(Street)
Sarasota, Sarasota, County, Florida 34234
(City or Village) (Zip Code)

Date: January 31, 1996


David G. Hadden (Incorporator)


Michael L. Huffman (Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

STATE OF FLORIDA)
) ss.
COUNTY OF Sarasota,)

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do hereby certify that I am an incorporator of American Viatical Investment Trust, Corp. and do make, file, and record these articles of incorporation, and do certify that the facts hereinabove are true; and I have accordingly hereunto set my hand this 31st day of January, 1996.

David G. Hadden Michael L. Huffman
SUBSCRIBED AND SWORN TO before me this 31 day of January, 1996.

(SEAL)



Elizabeth Gaines
ELIZABETH GAINES